

43. Description. (Summarize the nature of the application and the services to be provided).
Request for FCC consent to transfer control of Earth Station E940347

Exhibit No.	Identify all exhibits that are attached to this application.
	See Main Pleading for Description of Transaction/Public Interest Statement
	See Form 602 Ownership Report -- Tab A behind Main Pleading

CERTIFICATION

The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

44. Applicant is a (an): (Place an "X" in the box next to applicable response.)

☐ a. Individual ☐ b. Unincorporated Association ☐ c. Partnership ☒ d. Corporation ☐ e. Governmental Entity ☐ f. Other
(Please specify) _____

45. Typed Name of Person Signing

Paul H. Kuzia

46. Title of Person Signing

Exec. Vice Pres., Technology and Reg. Affairs

47. Signature



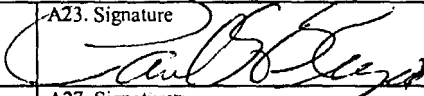
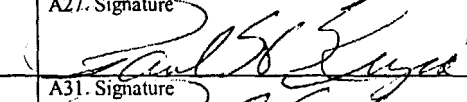

48. Date

DEC 10 1999

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FEDERAL COMMUNICATIONS COMMISSION FCC 312 - Schedule A (Place an "X" in one of the blocks below)				FCC Use Only	
<input checked="" type="checkbox"/> CONSENT TO TRANSFER OF CONTROL		<input type="checkbox"/> CONSENT TO ASSIGNMENT OF LICENSE			
<input type="checkbox"/> NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION		<input type="checkbox"/> NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION			
A1. Name of Licensee or Registrant Arch Paging, Inc.				A2. Voice Telephone Number (508) 870-6700	
A3. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250 ATTENTION:				A4. Fax Telephone Number (508) 898-1953	
A5. City Westborough			A6. State / Country (if not U.S.A.) MA		A7. Zip Code 01581
A8. List Call Sign(s) of station(s) being assigned or transferred E940347					A9. No. of station(s) listed 1
A10. Name of Transferor/Assignor (if different than licensee or registrant) Shareholders of Arch Communications Group, Inc.			A15. Name of Transferee/Assignee Shareholders of Arch Communications Group, Inc.		
A11. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250			A16. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250		
A12. City Westborough	A13. State/Country MA	A14. Zip Code 01581	A17. City Westborough	A18. State/Country MA	A19. Zip Code 01581
A20. If these facilities are licensed, is the transferee/assignee directly or indirectly controlled by any other entity? If Yes, attach as an exhibit, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties; and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock. <div style="float: right; text-align: right;"> <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO But see Form 602 Ownership Report at Tab A </div>					
A21. If these facilities are licensed, attach as an exhibit, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.					

CERTIFICATION

1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinent to Schedule A and all statements made in Schedule A of this application are true, complete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.			
2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.			
A22. Printed Name of Licensee (Must agree with A1) Paul H. Kuzia	A23. Signature 	A24. Title (Office Held by Person Signing) Exec. VP., Tech & Reg Affairs	A25. Date DEC 10 1999
A26. Printed Name of License Transferor/Assignor (If different than licensee. Must agree with A10) Paul H. Kuzia	A27. Signature 	A28. Title (Office Held by Person Signing) Exec. VP, Tech & Reg Affairs	A29. Date DEC 10 1999
A30. Printed Name of License Transferee/Assignee (Must agree with A15) Paul H. Kuzia	A31. Signature 	A32. Title (Office Held by Person Signing) Exec. VP, Tech & Reg Affairs	A33. Date DEC 10 1999

FCC 312
Main FormApproved by OMB
3060-0678
Est. Avg. Burden Hours
Per Response: 11 Hrs.

FCC Use Only

File Number:

Call Sign:

Fee Number

FEDERAL COMMUNICATIONS COMMISSION
APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS**APPLICANT INFORMATION**

1. Legal Name of Applicant MobileMedia License Co. L.L.C.		2. Voice Telephone Number (508) 870-6700	
3. Other Name Used for Doing Business (if any)		4. Fax Telephone Number (508) 898-1953	
5. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250 ATTENTION:		6. City Westborough	
		7. State / Country (if not U.S.A.) MA	8. Zip Code 01581
9. Name of Contact Representative (If other than applicant) Kathryn A. Zachem		10. Voice Telephone Number (202) 783-4141	
11. Firm or Company Name Wilkinson Barker Knauer, LLP		12. Fax Telephone Number (202) 783-5851	
13. Mailing Street Address or P.O. Box 2300 N Street, N.W., Suite 700 ATTENTION: Kathryn A. Zachem		14. City Washington	
		15. State / Country (if not U.S.A.) DC	16. Zip Code 20037

CLASSIFICATION OF FILING

17. Place an "X" in the box next to the classification that applies to this filing for both questions a. and b. Mark only one box for 17a and only one box for 17b.			
<input checked="" type="checkbox"/> a1. Earth Station	<input type="checkbox"/> b1. Application for License of New Station	<input checked="" type="checkbox"/> b6. Transfer of Control of License or Registration	
<input type="checkbox"/> a2. Space Station	<input type="checkbox"/> b2. Application for Registration of New Domestic Receive-Only Station	<input type="checkbox"/> b7. Notification of Minor Modification	
	<input type="checkbox"/> b3. Amendment to a Pending Application	<input type="checkbox"/> b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite	
	<input type="checkbox"/> b4. Modification of License or Registration	<input type="checkbox"/> b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States	
	<input type="checkbox"/> b5. Assignment of License or Registration	<input type="checkbox"/> b10. Other (Please Specify): _____	
18. If this filing is in reference to an existing station, enter: Call sign of station: E930331, E940174, E960014 and E960377		19. If this filing is an amendment to a pending application enter: (a) Date pending application was filed: (b) File number of pending application:	

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Place an "X" in the box(es) next to all that apply.

- ☒ a. Fixed Satellite ☐ c. Radiodetermination Satellite ☐ e. Direct to Home Fixed Satellite
☐ b. Mobile Satellite ☐ d. Earth Exploration Satellite ☐ f. Digital Audio Radio Service ☐ g. Other (please specify) _____

21. STATUS: Place an "X" in the box next to the applicable status. Mark only one box.

- ☒ a. Common Carrier ☐ b. Non-Common Carrier

22. If earth station applicant, place an "X" in the box(es) next to all that apply.

- ☒ a. Using U.S. licensed satellites ☐ b. Using Non-U.S. licensed satellites

23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Mark only one box. Are these facilities:

- ☐ a. Connected to the Public Switched Network ☐ b. Not connected to the Public Switched Network

24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).

- ☐ a. C-Band (4/6 GHz) ☐ b. Ku-Band (12/14 GHz) ☐ c. Other (Please specify) _____

TYPE OF STATION

25. CLASS OF STATION: Place an "X" in the box next to the class of station that applies. Mark only one box.

- ☒ a. Fixed Earth Station ☐ b. Temporary-Fixed Earth Station ☐ c. 12/14 GHz VSAT Network ☐ d. Mobile Earth Station ☐ e. Space Station ☐ f. Other (Specify) _____

If space station applicant, go to Question 27.

26. TYPE OF EARTH STATION FACILITY Mark only one box.

- ☒ a. Transmit/Receive ☐ b. Transmit-Only ☐ c. Receive-Only

PURPOSE OF MODIFICATION OR AMENDMENT

27. The purpose of this proposed modification or amendment is to: Place an "X" in the box(es) next to all that apply.

- ☐ a - authorization to add new emission designator and related service
☐ b - authorization to change emission designator and related service
☐ c - authorization to increase EIRP and EIRP density
☐ d - authorization to replace antenna
☐ e - authorization to add antenna
☐ f - authorization to relocate fixed station
☐ g - authorization to change assigned frequency(ies)
☐ h - authorization to add Points of Communication (satellites & countries)
☐ i - authorization to change Points of Communication (satellites & countries)
☐ j - authorization for facilities for which environmental assessment and radiation hazard reporting is required
☒ k - Other (Please Specify) Transfer of Control

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307?

If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. §§ 1.1308 and 1.1311, as an exhibit to this application.

☐ YES

☒ NO

A Radiation Hazard Study must accompany all applications as an exhibit for new transmitting facilities, major modifications, or major amendments. Refer to OET Bulletin 65.

ALIEN OWNERSHIP

29. Is the applicant a foreign government or the representative of any foreign government?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
30. Is the applicant an alien or the representative of an alien?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
31. Is the applicant a corporation organized under the laws of _____ government?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
32. Is the applicant a corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
33. Is the applicant a corporation directly or indirectly controlling another corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit, the identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.		

BASIC QUALIFICATIONS

35. Does the applicant request any waivers or exemptions from any of the Commission's Rules? If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
36. Has the applicant or any party to this application had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
37. Has the applicant, or any party to this application, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the proceeding two items? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, addresses, and citizenship of those stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary (ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.		
41. By checking Yes, the undersigned certifies, that neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.	<input checked="" type="checkbox"/> YES	<input type="checkbox"/> NO
42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. § 25.137, as appropriate. If no, proceed to question 43.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station? _____		

43. Description. (Summarize the nature of the application and the services to be provided).

Request for FCC consent to transfer control of Earth Stations E930331, E940174, E960014 and E960377

Exhibit No.	Identify all exhibits that are attached to this application.
	See Main Pleading for Description of Transaction/Public Interest Statement
	See Form 602 Ownership Report -- Tab A behind Main Pleading

CERTIFICATION

The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

44. Applicant is a (an): (Place an "X" in the box next to applicable response.)

☐ a. Individual ☐ b. Unincorporated Association ☐ c. Partnership ☒ d. Corporation ☐ e. Governmental Entity ☐ f. Other
(Please specify) _____

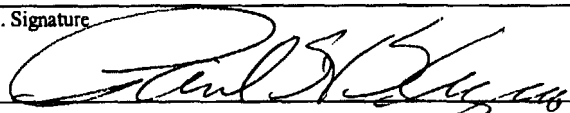
45. Typed Name of Person Signing

Paul H. Kuzia

46. Title of Person Signing

Exec. Vice Pres., Technology and Reg. Affairs

47. Signature




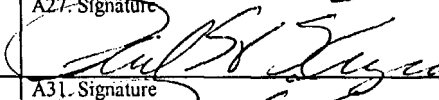

48. Date

DEC 10 1999

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FEDERAL COMMUNICATIONS COMMISSION FCC 312 - Schedule A (Place an "X" in one of the blocks below)					FCC Use Only	
<input checked="" type="checkbox"/> CONSENT TO TRANSFER OF CONTROL			<input type="checkbox"/> CONSENT TO ASSIGNMENT OF LICENSE			
<input type="checkbox"/> NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION			<input type="checkbox"/> NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION			
A1. Name of Licensee or Registrant MobileMedia License Co. L.L.C.				A2. Voice Telephone Number (508) 870-6700		
A3. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250 ATTENTION:				A4. Fax Telephone Number (508) 898-1953		
A5. City Westborough			A6. State / Country (if not U.S.A.) MA		A7. Zip Code 01581	
A8. List Call Sign(s) of station(s) being assigned or transferred E930331, E940174, E960014 and E960377					A9. No. of station(s) listed 4	
A10. Name of Transferor/Assignor (if different than licensee or registrant) Shareholders of Arch Communications Group, Inc.			A15. Name of Transferee/Assignee Shareholders of Arch Communications Group, Inc.			
A11. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250			A16. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250			
A12. City Westborough	A13. State/Country MA	A14. Zip Code 01581	A17. City Westborough	A18. State/Country MA	A19. Zip Code 01581	
A20. If these facilities are licensed, is the transferee/assignee directly or indirectly controlled by any other entity? If Yes, attach as an exhibit, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties; and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock. <div style="float: right; text-align: right;"> <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO But see Form 602 Ownership Report at Tab A </div>						
A21. If these facilities are licensed, attach as an exhibit, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.						

CERTIFICATION

1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinent to Schedule A and all statements made in Schedule A of this application are true, complete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.			
2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.			
A22. Printed Name of Licensee (Must agree with A1) Paul H. Kuzia	A23. Signature 	A24. Title (Office Held by Person Signing) Exec. VP., Tech & Reg Affairs	A25. Date DEC 10 1999
A26. Printed Name of License Transferor/Assignor (If different than licensee. Must agree with A10) Paul H. Kuzia	A27. Signature 	A28. Title (Office Held by Person Signing) Exec. VP, Tech & Reg Affairs	A29. Date DEC 10 1999
A30. Printed Name of License Transferee/Assignee (Must agree with A15) Paul H. Kuzia	A31. Signature 	A32. Title (Office Held by Person Signing) Exec. VP, Tech & Reg Affairs	A33. Date DEC 10 1999

FCC 312
Main Form

Approved by OMB
3060-0678

Est. Avg. Burden Hours
Per Response: 11 Hrs.

FCC Use Only

File Number:

Call Sign:

Fee Number

FEDERAL COMMUNICATIONS COMMISSION
APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS

APPLICANT INFORMATION

1. Legal Name of Applicant MobileMedia License Co. L.L.C.		2. Voice Telephone Number (508) 870-6700	
3. Other Name Used for Doing Business (if any)		4. Fax Telephone Number (508) 898-1953	
5. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250 ATTENTION:		6. City Westborough	
		7. State / Country (if not U.S.A.) MA	8. Zip Code 01581
9. Name of Contact Representative (If other than applicant) Kathryn A. Zachem		10. Voice Telephone Number (202) 783-4141	
11. Firm or Company Name Wilkinson Barker Knauer, LLP		12. Fax Telephone Number (202) 783-5851	
13. Mailing Street Address or P.O. Box 2300 N Street, N.W., Suite 700 ATTENTION: Kathryn A. Zachem		14. City Washington	
		15. State / Country (if not U.S.A.) DC	16. Zip Code 20037

CLASSIFICATION OF FILING

17. Place an "X" in the box next to the classification that applies to this filing for both questions a. and b. Mark only one box for 17a and only one box for 17b.			
<input checked="" type="checkbox"/> a1. Earth Station	<input type="checkbox"/> b1. Application for License of New Station	<input checked="" type="checkbox"/> b6. Transfer of Control of License or Registration	
<input type="checkbox"/> a2. Space Station	<input type="checkbox"/> b2. Application for Registration of New Domestic Receive-Only Station	<input type="checkbox"/> b7. Notification of Minor Modification	
	<input type="checkbox"/> b3. Amendment to a Pending Application	<input type="checkbox"/> b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite	
	<input type="checkbox"/> b4. Modification of License or Registration	<input type="checkbox"/> b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States	
	<input type="checkbox"/> b5. Assignment of License or Registration	<input type="checkbox"/> b10. Other (Please Specify): _____	
18. If this filing is in reference to an existing station, enter: Call sign of station: E980474		19. If this filing is an amendment to a pending application enter: (a) Date pending application was filed: (b) File number of pending application:	

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Place an "X" in the box(es) next to all that apply.

- ☒ a. Fixed Satellite ☐ c. Radiodetermination Satellite ☐ e. Direct to Home Fixed Satellite
☐ b. Mobile Satellite ☐ d. Earth Exploration Satellite ☐ f. Digital Audio Radio Service ☐ g. Other (please specify) _____

21. STATUS: Place an "X" in the box next to the applicable status. Mark only one box.

- ☒ a. Common Carrier ☐ b. Non-Common Carrier

22. If earth station applicant, place an "X" in the box(es) next to all that apply.

- ☒ a. Using U.S. licensed satellites ☐ b. Using Non-U.S. licensed satellites

23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Mark only one box. Are these facilities:

- ☐ a. Connected to the Public Switched Network ☐ b. Not connected to the Public Switched Network

24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).

- ☐ a. C-Band (4/6 GHz) ☒ b. Ku-Band (12/14 GHz) ☐ c. Other (Please specify) _____

TYPE OF STATION

25. CLASS OF STATION: Place an "X" in the box next to the class of station that applies. Mark only one box.

- ☐ a. Fixed Earth Station ☐ b. Temporary-Fixed Earth Station ☒ c. 12/14 GHz VSAT Network ☐ d. Mobile Earth Station ☐ e. Space Station ☐ f. Other (Specify) _____

If space station applicant, go to Question 27.

26. TYPE OF EARTH STATION FACILITY Mark only one box.

- ☒ a. Transmit/Receive ☐ b. Transmit-Only ☐ c. Receive-Only

PURPOSE OF MODIFICATION OR AMENDMENT

27. The purpose of this proposed modification or amendment is to: Place an "X" in the box(es) next to all that apply.

- ☐ a - authorization to add new emission designator and related service
☐ b - authorization to change emission designator and related service
☐ c - authorization to increase EIRP and EIRP density
☐ d - authorization to replace antenna
☐ e - authorization to add antenna
☐ f - authorization to relocate fixed station
☐ g - authorization to change assigned frequency(ies)
☐ h - authorization to add Points of Communication (satellites & countries)
☐ i - authorization to change Points of Communication (satellites & countries)
☐ j - authorization for facilities for which environmental assessment and radiation hazard reporting is required
☒ k - Other (Please Specify) Transfer of Control

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307?

If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. §§ 1.1308 and 1.1311, as an exhibit to this application.

☐ YES

☒ NO

A Radiation Hazard Study must accompany all applications as an exhibit for new transmitting facilities, major modifications, or major amendments. Refer to OET Bulletin 65.

ALIEN OWNERSHIP

29. Is the applicant a foreign government or the representative of any foreign government?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
30. Is the applicant an alien or the representative of an alien?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
31. Is the applicant a corporation organized under the laws of any foreign government?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
32. Is the applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit, the identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.		

BASIC QUALIFICATIONS

35. Does the applicant request any waivers or exemptions from any of the Commission's Rules? If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
36. Has the applicant or any party to this application had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
37. Has the applicant, or any party to this application, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the proceeding two items? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, addresses, and citizenship of those stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary (ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.		
41. By checking Yes, the undersigned certifies, that neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.	<input checked="" type="checkbox"/> YES	<input type="checkbox"/> NO
42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. § 25.137, as appropriate. If no, proceed to question 43.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station? _____		

43. Description. (Summarize the nature of the application and the services to be provided).
Request for FCC consent to transfer control of VSAT E980474

Exhibit No.	Identify all exhibits that are attached to this application.
	See Main Pleading for Description of Transaction/Public Interest Statement
	See Form 602 Ownership Report -- Tab A behind Main Pleading

CERTIFICATION

The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

44. Applicant is a (an): (Place an "X" in the box next to applicable response.)

☐ a. Individual ☐ b. Unincorporated Association ☐ c. Partnership ☒ d. Corporation ☐ e. Governmental Entity ☐ f. Other
(Please specify) _____

45. Typed Name of Person Signing

Paul H. Kuzia

46. Title of Person Signing

Exec. Vice Pres., Technology and Reg. Affairs

47. Signature



48. Date

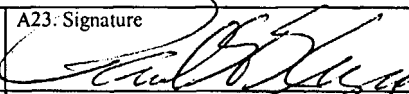


DEC 10 1999

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FEDERAL COMMUNICATIONS COMMISSION FCC 312 - Schedule A (Place an "X" in one of the blocks below)				FCC Use Only	
<input checked="" type="checkbox"/> CONSENT TO TRANSFER OF CONTROL		<input type="checkbox"/> CONSENT TO ASSIGNMENT OF LICENSE			
<input type="checkbox"/> NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION		<input type="checkbox"/> NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION			
A1. Name of Licensee or Registrant MobileMedia License Co. L.L.C.				A2. Voice Telephone Number (508) 870-6700	
A3. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250 ATTENTION:				A4. Fax Telephone Number (508) 898-1953	
A5. City Westborough			A6. State / Country (if not U.S.A.) MA		A7. Zip Code 01581
A8. List Call Sign(s) of station(s) being assigned or transferred E980474					A9. No. of station(s) listed 1
A10. Name of Transferor/Assignor (if different than licensee or registrant) Shareholders of Arch Communications Group, Inc.			A15. Name of Transferee/Assignee Shareholders of Arch Communications Group, Inc.		
A11. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250			A16. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250		
A12. City Westborough	A13. State/Country MA	A14. Zip Code 01581	A17. City Westborough	A18. State/Country MA	A19. Zip Code 01581
A20. If these facilities are licensed, is the transferee/assignee directly or indirectly controlled by any other entity? If Yes, attach as an exhibit, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties; and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock.					<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO But see Form 602 Ownership Report at Tab A
A21. If these facilities are licensed, attach as an exhibit, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.					

CERTIFICATION

1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinent to Schedule A and all statements made in Schedule A of this application are true, complete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.
2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.

A22. Printed Name of Licensee (Must agree with A1) Paul H. Kuzia	A23. Signature 	A24. Title (Office Held by Person Signing) Exec. VP., Tech & Reg Affairs	A25. Date DEC 10 1999
A26. Printed Name of License Transferor/Assignor (If different than licensee. Must agree with A10) Paul H. Kuzia	A27. Signature 	A28. Title (Office Held by Person Signing) Exec. VP, Tech & Reg Affairs	A29. Date DEC 10 1999
A30. Printed Name of License Transferee/Assignee (Must agree with A15) Paul H. Kuzia	A31. Signature 	A32. Title (Office Held by Person Signing) Exec. VP, Tech & Reg Affairs	A33. Date DEC 10 1999

CERTIFICATE OF SERVICE

I, Nora F. Harrison, hereby certify that a true copy of the foregoing Applications for Transfer of Control and associated Exhibits and Tabbed Materials were served this 13th day of December, 1999, via hand delivery, addressed to the following:

Beth Fishel
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Commercial Wireless Division
Federal Communications Commission
1270 Fairfield Road
Gettsburg, PA 17325

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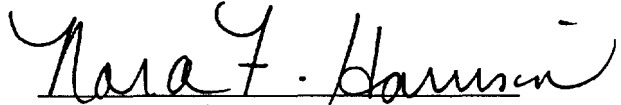
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Nora F. Harrison

